

LOTZ MICHAEL  
Form 4  
August 14, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LOTZ MICHAEL**

(Last) (First) (Middle)

410 N. 44TH STREET, SUITE 700

(Street)

PHOENIX, AZ 85008

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MESA AIR GROUP INC [MESA]**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/10/2018**

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

President and CFO

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					236,780	D	
Common Stock	08/10/2018		A		89,769 (2) (3)	A	\$ 0 326,549

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	\$ 0	08/10/2018		D <sup>(1)</sup>	36,280	<u>(1)</u> <u>(1)</u>	Common Stock
Stock Appreciation Rights	\$ 6.8	08/10/2018		D <sup>(2)</sup>	180,000	<u>(2)</u> 07/20/2025	Common Stock
Stock Appreciation Rights	\$ 7.1	08/10/2018		D <sup>(3)</sup>	180,000	<u>(3)</u> 01/18/2026	Common Stock
Restricted Stock Award	\$ 0	08/10/2018		D <sup>(4)</sup>	54,000	<u>(4)</u> <u>(4)</u>	Common Stock
Restricted Stock Award	\$ 0	08/10/2018		D <sup>(5)</sup>	45,915	<u>(5)</u> <u>(5)</u>	Common Stock
Restricted Stock Award	\$ 0	08/10/2018		D <sup>(6)</sup>	59,720	<u>(6)</u> <u>(6)</u>	Common Stock
Restricted Stock Award	\$ 0	08/10/2018		A	314,303	01/21/2019 <u>(7)</u>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOTZ MICHAEL 410 N. 44TH STREET, SUITE 700 PHOENIX, AZ 85008			President and CFO	

## Signatures

/s/ Michael J.  
Lotz 08/14/2018  
 \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1)

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The restricted stock units under this grant were cancelled in exchange for shares of restricted common stock issued under the 2018 Equity Incentive Plan in a grant dated August 10, 2018.

- (2) The stock appreciation rights under this award were cancelled in exchange for shares of restricted common stock issued under the 2018 Equity Incentive Plan in a grant dated August 10, 2018.

- (3) The vested stock appreciation rights under this award were cancelled in exchange for shares of restricted common stock issued under the 2018 Equity Incentive Plan in a grant dated August 10, 2018. Stock appreciation rights for 60,000 that were unvested were cancelled in exchange for unvested restricted stock under the 2018 Equity Incentive Plan in a grant dated August 10, 2018.

- (4) The restricted stock under this grant was cancelled in exchange for shares of restricted common stock issued under the 2018 Equity Incentive Plan, in a grant dated August 10, 2018.

- (5) The restricted stock under this grant was cancelled in exchange for shares of restricted common stock issued under the 2018 Equity Incentive Plan, in a grant dated August 10, 2018.

- (6) The restricted stock under this grant was cancelled in exchange for shares of restricted common stock issued under the 2018 Equity Incentive Plan, in a grant dated August 10, 2018.

A restricted stock award was granted under the 2018 Equity Incentive Plan in a grant dated August 10, 2018, and vests as follows: 31,600

- (7) shares on January 21, 2019; 122,845 shares on June 1, 2019; 27,000 shares on July 21, 2019; 76,930 shares on June 1, 2020; 27,000 shares on July 21, 2020; and 28,928 shares on June 1, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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